

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Re: Dkt. 577 and 770

**AMENDED² WITNESS AND EXHIBIT LIST OF SW 17TH STREET 1010, LLC,
NIAGARA FALLS 778, LLC, RODI ROAD 501, LLC, AND MERCHANT 33, LLC
RELATING TO MATTERS SCHEDULED FOR HEARING ON
JANUARY 21, 2025 AT 10:00 A.M.**

SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC (collectively, the “Landlords”), by and through its undersigned counsel, hereby submits this Witness and Exhibit List for the hearing to be held in the following matter on January 21, 2024, at 10:00 a.m.:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Amended items appear in **bold**.

1. Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief (the “Motion”) [D.I. 435].

2. Amended Objection of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors’ Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief (the “Objection”) [D.I. 577, 12/27/24].

WITNESS LIST

Landlords reserve the right to call the following witnesses:

1. Steve Belford, Managing Member of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC. Landlords anticipate offering the testimony of Mr. Belford by declaration, which will be filed as soon as reasonably possible.
2. Any witness listed or called by any other party;
3. Rebuttal witnesses as necessary; and
4. Reserves the right to cross-examine any witness called by any other party.

EXHIBITS

EXHIBIT	Description
1	Declaration of Steve Belford in Support of the Amended Objection of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors’ Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 772; Filed January 17, 2025] .
2	Lease dated November 1, 2014 by and between SW 17 th Street 1010, LLC and American Freight of Florida, Inc. [D.I. 772-1; Filed January 17, 2025] .
3	Lease dated November 1, 2014 by and between Niagara Falls 778, LLC and American Freight of Western New York, Inc. [D.I. 772-1; Filed January 17, 2025] .

4	Lease dated November 1, 2014 by and between Rodi Road 501, LLC and American Freight of Southern Ohio, Inc. [D.I. 772-1; Filed January 17, 2025] .
5	Lease dated November 1, 2014 by and between Merchant 33, LLC and American Freight of Indiana [D.I. 772-1; Filed January 17, 2025] .

RESERVATION OF RIGHTS

Landlords reserve (a) the right to amend and/or supplement this Witness and Exhibit List at any time prior to the Hearing and add witnesses and/or exhibits, as applicable, and (b) the right to use additional exhibits for purposes of rebuttal or impeachment and to further supplement the foregoing Witness and Exhibit List as appropriate. Landlords also reserve the right to rely upon and use as evidence (a) exhibits included on the Exhibit List of any other parties in interest, and (b) any pleading, hearing transcript, or other document filed with the Court in the above-captioned matter.

Dated: January 20, 2025

GELLERT SEITZ BUSENKELL & BROWN, LLC

/s/ Gary F. Seitz

Gary F. Seitz (DE 4457)

Michael Van Gorder (DE 6214)

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